

**Before the
UNITED STATES COPYRIGHT ROYALTY JUDGES
Washington, D.C.**

In the Matter of:

Determination of Royalty Rates and Terms
for Transmission of Sound Recordings by
Satellite Radio and “Preexisting”
Subscription Services (SDARS III)

Docket No. 16-CRB-0001 SR/PSSR
(2018-2022)

**DECLARATION OF ALEX TREPP REGARDING RESTRICTED
INFORMATION IN SOUNDEXCHANGE’S BRIEF IN RESPONSE TO THE JUDGES’
APRIL 17, 2018 ORDER ON REHEARING**

1. I am counsel for SoundExchange, Inc., the American Federation of Musicians of the United States and Canada (“AFM”), the Screen Actors Guild and American Federation of Television and Radio Artists (“SAG AFTRA”), the American Association of Independent Music (“A2IM”), Universal Music Group (“UMG”), Sony Music Entertainment (“SME”), Warner Music Group (“WMG”), and the Recording Industry Association of America (“RIAA”) (collectively, “SoundExchange”) in Docket No. 16-CRB-0001-SR/PSSR. I am authorized by SoundExchange to submit this declaration on its behalf.

2. I respectfully submit this declaration and the accompanying Redaction Log (Attachment 1) to comply with the Protective Order, dated June 15, 2016 (the “Protective Order”), which directs the parties to redact proposed restricted material in any filings with the Judges and to provide a log of the same redactions.

3. I have reviewed SoundExchange’s Brief in Response to the Judges’ April 17, 2018 Order on Rehearing, being submitted simultaneous with this declaration, as well as the Redaction Log attached to this declaration. I have also reviewed the definitions and terms

provided in the Protective Order. Based on this review, I have determined to the best of my knowledge, information, and belief, that portions of SoundExchange's Brief in Response to the Judges' April 17, 2018 Order on Rehearing (and accompanying exhibits) contain information that qualifies as protected material under the Protective Order, that should be treated as "confidential information" under 17 U.S.C. § 803(c)(5), and that the Copyright Royalty Judges have during the course of this proceeding found to be properly restricted under the Protective Order. This protected material is identified in the attached Redaction Log, shaded in the Restricted version of SoundExchange's filed materials, and further described below.

4. The Protected Material that SoundExchange is submitting includes information that contains, reflects, or is sufficient to derive Sirius XM financial information. Additionally, the Protected Material includes information identifying one of Sirius XM's direct licensors, as well as information that contains or reflects provisions of the confidential agreement executed between the direct licensor and Sirius XM. During the course of this proceeding, the Judges have reasonably determined that all of this information would, if disclosed, either competitively disadvantage one or more of the participants, provide a competitive advantage to another participant, competitor, or entity, or interfere with the ability of one or more of the participants to obtain like information in the future.

5. As a result, SoundExchange respectfully submits that this information can and should be treated as "Protected Material." Such protection will prevent commercial and competitive harm that would result from disclosure and enable SoundExchange to provide the Copyright Royalty Judges with the most complete record possible on which to base its determination in this proceeding.

Pursuant to 28 U.S.C. § 1746, I declare under the penalty of perjury that, to the best of my knowledge, information and belief, the foregoing is true and correct.

Dated: May 15, 2018

Respectfully submitted,

By /s/ Alex S. Trepp

Alex S. Trepp (DC Bar 1031036)

JENNER & BLOCK LLP

1099 New York Ave., N.W., Suite 900

Washington, D.C. 20001

(v) 202-639-6000

(f) 202-637-6385

atrepp@jenner.com

Counsel for SoundExchange, Inc., the Recording Industry Association of America, Sony Music Entertainment, Universal Music Group, Warner Music Group, the American Association of Independent Music, the American Federation of Musicians of the United States and Canada, and the Screen Actors Guild and American Federation of Television and Radio Artists

Attachment 1

**SoundExchange's Notice of Request To Redact Limited Portions SoundExchange's Brief
On the Judges April 18, 2018 Order on Rehearing**

REDACTION LOG

Redaction	Description
Page 1	Restricted information concerning Sirius XM's ARPU. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 2	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 3	Restricted information concerning per-subscriber opportunity costs and Sirius XM's ARPU. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 4	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 5	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-

	public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 8	Restricted information concerning Sirius XM's per-subscriber opportunity costs and deductions. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 9	Restricted information concerning per-subscriber opportunity costs and Sirius XM's ARPU. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 9	Restricted information concerning per-subscriber opportunity costs and Sirius XM's ARPU. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 10	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 12	Restricted information concerning per-subscriber opportunity costs. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-

	public financial information. Public disclosure could compromise Sirius XM's competitive position.
Page 13	Restricted information concerning per-subscriber opportunity costs, Sirius XM's revenues, the identity of a Sirius XM direct licensor, and confidential terms of the agreement executed between Sirius XM and its licensor. This information contains, reflects, or is sufficient to derive Sirius XM and record company material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position, as well as the record company's competitive position.
Page 16	Restricted information concerning Sirius XM's ARPU. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.
Exhibit A	Restricted information regarding Sirius XM's revenues. This information contains, reflects, or is sufficient to derive Sirius XM material deemed non-public financial information. Public disclosure could compromise Sirius XM's competitive position.

Certificate of Service

I hereby certify that on Tuesday, May 15, 2018 I provided a true and correct copy of the Declaration of Alex Trepp Regarding Restricted Information in SoundExchange's Brief in Response to the Judges' April 17, 2018 Order on Rehearing to the following:

Sirius XM, represented by Todd Larson served via Electronic Service at todd.larson@weil.com

Sony Music Entertainment, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

SAG-AFTRA, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Warner Music Group, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Music Choice, represented by Paul M Fakler served via Electronic Service at pfakler@orrick.com

Universal Music Group, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

American Association of Independent Music ("A2IM"), represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Recording Industry Association of America, The, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

American Federation of Musicians of the United Sta, represented by David A. Handzo served via Electronic Service at dhandzo@jenner.com

Johnson, George, represented by George D Johnson served via Electronic Service at george@georgejohnson.com

Signed: /s/ Alex S. Trepp